



**ISSA**  
Information Systems Security Association

**OF THE DES MOINES, IOWA CHAPTER**

**OF INFORMATION SYSTEMS SECURITY ASSOCIATION, INC.**

**ARTICLE I**

**NAME**

The name of this organization shall be the Des Moines, Iowa Chapter, hereafter referred to as the “Chapter” of the Information Systems Security Association, Inc., hereafter referred to as the “Association”.

**ARTICLE II**

**PURPOSE AND OBJECTIVES**

The primary purpose of the Chapter is to promote the education of its members for the improvement and development of their capabilities relating to the security of the information systems processing, pursuant to Section 501 (c)(6) of the 1954 Internal Revenue Code.

More specifically, the objectives of the Association are (a) to promote the education of, and help expand the knowledge and skills of its members in the interrelated fields of information systems security, and information or data processing; (b) to encourage a free exchange of information security techniques, approaches, and problem solving by its members; (c) to provide adequate communication to keep members abreast of current events in information processing and security which can be beneficial to them and employers; and (d) to communicate to management, and to systems and information processing professionals the importance of establishing controls necessary to ensure the secure organization and utilization of information processing resources.

**ARTICLE III**  
**MEMBERSHIP**

**SECTION 1.** Membership in the Chapter is based upon one having primary interest and active involvement in information systems security in the private or public sector. In addition, membership is contingent upon interest in the purposes and objectives of the chapter as stated in Article II, acceptance of the Code of Ethics and is subject to provisions of Articles of Incorporation and Bylaws and the types of membership established by the Association Board of Directors.

Membership is subject to provisions of the ISSA Articles of Incorporation and the Bylaws of ISSA and the Chapter. The types of membership may be referenced at the Association's website, [www.issa.org](http://www.issa.org).

**SECTION 2.** Members in Good Standing - Members who maintain their membership with the Association by payment of dues as required under the Article VII of the Bylaws and who otherwise qualify shall be considered in good standing and entitled to full privilege of membership.

**SECTION 3.** Lapsed Memberships - Membership may be terminated if payment of the annual Chapter dues has not been received by the Chapter Treasurer as provided for in Article VII, of the Association's Bylaws.

**SECTION 4.** Resignation - Any member may resign at any time. All resignations shall be made in writing. Dues shall not be refunded.

**SECTION 5.** Expulsion - The Chapter Board of Directors, at any meeting at which a quorum is present may, by a two-thirds vote of those present terminate the membership of any member who in its judgment has violated the Bylaws, Code of Ethics, or who has been guilty of conduct detrimental to the interests of the Chapter, provided that such person shall have been granted an opportunity for a hearing before the Chapter Board of Directors. The Chapter Board of Directors shall cause at least thirty days (30) notice of the hearing to be given in writing, delivered by registered mail, to the member against whom charges may be preferred. Such action by the Chapter Board of Directors shall be final and shall cancel all rights, interests or privileges of such member in the services or resources of the Chapter.

**ARTICLE IV**  
**OFFICERS**

**SECTION 1.** The officers of the Chapter must be members in good standing at all times. The officers shall consist, at minimum, of President, Secretary, and Treasurer. Additional officers are optional. Student members may hold office with the consent of the Chapter.

**SECTION 2.** The President shall be the executive officer of the Chapter and shall preside at all meetings. The President shall have the power to call special meetings and shall have the deciding vote in case of tied decisions.

SECTION 3. The Secretary shall record and keep minutes of all meetings and shall maintain the official records of the Chapter. The Secretary shall perform a bank reconciliation monthly.

SECTION 4. The Treasurer shall collect all membership dues and other monies or articles of value belonging to the Chapter, and shall keep an accurate account of all treasury receipts, expenditures, and deposits.

SECTION 5. The business of the Chapter shall be managed by the Board of Directors. A quorum for business shall consist of a majority of the Board.

SECTION 6. In the case of a vacancy in the Office of President, such vacancy shall be filled by appointment by the remaining members of the Board, and subject to the consent of a majority of the membership attending the next general meeting.

SECTION 7. In case of an officer vacancy other than the Office of President, such vacancy shall be filled by appointment by the President, upon the advice of the remaining officers, and subject to the consent of a majority of the membership attending the next general meeting.

SECTION 8. On a motion and second from the membership at a general meeting, an officer shall be held before the Chapter for malfeasance of duty. A two-thirds majority of all Chapter members shall be required for removal from office.

## **ARTICLE V** COMMITTEES

A quorum of the Board of Directors may, at their discretion, establish special committees to assist in running the Chapter business.

## **ARTICLE VI** ELECTIONS

SECTION 1. The Officers shall be elected by popular vote, each member in good standing to be entitled to one vote.

SECTION 2. The Nominating Committee shall consist of a minimum of two members in good standing as selected by the Board of Directors at the October meeting of each year.

SECTION 3. Elections shall be held during the April meeting of each year, with a bi-annual alternation of board member elections (i.e. President, Communications Director – year 1; Vice President, Treasurer, Secretary – year 2).

SECTION 4. Election results shall be announced at the end of the April meeting

SECTION 5. The term of office shall consist of two year(s) commencing at the conclusion of the April meeting.

## **ARTICLE VII** MEETINGS

SECTION 1. The regular meeting of the Chapter shall be held the fourth Monday of each month, with exception to the months of November, and December.

SECTION 2. Special meetings may be called by the Chapter Board of Directors at any time upon ten-day written notice to all Chapter members.

SECTION 3. At all meetings, a majority of members in attendance shall constitute a quorum for the transaction of business.

## **ARTICLE VIII** FINANCIAL ADMINISTRATION

SECTION 1. Annual dues shall be due and payable to the Association by member's renewal date. Additional Chapter dues may be established as the Chapter Board of Directors direct, with the approval of Chapter members in attendance

SECTION 2. Of the dues collected from each member, the Association will forward Chapter dues to the Chapter Treasurer and will be retained in the Chapter treasury.

SECTION 3. Bank accounts in the name of the Chapter shall be established and maintained as directed by the Chapter Board of Directors. Electronic transfer shall be established and the information forwarded to ISSA International Headquarters.

SECTION 4. Dual Signatory authority for all accounts, which may be established, shall reside in the duly elected officers. To be designated by the Chapter Board of Directors.

SECTION 5. An Auditing Committee consisting of a minimum of two members in good standing and/or a qualified accountant shall be appointed by the President at the May meeting of each year. These individuals shall not be members of the Chapter Board of Directors. The responsibility of the Auditing Committee shall be to examine all financial records of the Chapter and provide a report of its findings and recommendations to the membership at the June meeting prior to election. This report shall be in writing, and shall be maintained as part of the permanent records of the Chapter.

SECTION 6. The Chapter shall adopt a calendar year system for reporting financial information annually. Should a fiscal year system be established, the Chapter will inform the Association with the annual reporting schedule.

**ARTICLE IX**  
LIMITATIONS OF LIABILITY

SECTION 1. Chapter Liability. The Chapter shall be fully and solely responsible for its own legal and financial affairs, and shall hold harmless the Association by reason of their affiliation, from any lawsuits, damages, other expenses or liabilities arising out of the activities of the Chapter.

SECTION 2. ISSA, Inc. Liability. The Chapter shall not be responsible, nor liable, for any lawsuits, damages, other expenses or liabilities arising out of the activities of the Association.

**ARTICLE X**  
HEADQUARTERS

SECTION 1. The Headquarters of the Des Moines, Iowa Chapter shall be located in the State of Iowa at the address designated by the Chapter Board of Directors.

**ARTICLE XI**  
AMENDMENTS TO THE BYLAWS

SECTION 1. The President shall cause the Chapter Bylaws to be reviewed each year by the Chapter Board of Directors. This review shall be for the purpose of familiarizing each Board Member with the duties and responsibilities of their office and to identify any changes that may be required to keep the Bylaws current.

SECTION 2. These Bylaws may be amended, repealed, or added to in the following manner only:

- a. Ten percent of the members of the Chapter or at least two members of the Chapter Board of Directors may at any time propose in writing, signed by them and addressed to the Secretary, the amendment or repeal of any existing provision of, or the addition of any new provision to the Bylaws.
- b. Such proposal amendment, repeal, or addition, shall be presented at the next regular meeting of the Chapter Board of Directors. No such proposed amendment, repeal, or addition shall be considered at any meeting of the Chapter Board of Directors unless such notice has been given to each member of the Board of Directors not less than 10 days prior to the meeting.
- c. At the Chapter Board of Directors meeting called in accordance with the provisions of Paragraph b. above, the proposed amendment, repeal, or addition to the Bylaws shall be considered and voted upon by the Board members present. If, at the meeting a quorum being present, a majority of the total number of Board members present vote in favor of such amendment, repeal, or addition, it shall be considered as adopted. Such amendments,

repeals, or additions to these Bylaws shall be presented to the membership at the next general meeting where a quorum is present for Chapter ratification by a majority of the attending members.

- d. Amendments to these Bylaws shall become effective after Chapter ratification on the date specified by the Chapter Board of Directors.
- e. The revised Bylaws should be submitted in writing to the Association, no later than 30 days following ratification.

APPROVED ON THIS 15<sup>th</sup> DAY OF April, 2018.

Brian D. Larkin

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PRESIDENT (print name and sign)

Kevin Seuferer

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VICE PRESIDENT (print name and sign)

Troy Frericks

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SECRETARY (print name and sign)

AJ King

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TREASURER (print name and sign)